

HEARING DATE AND TIME: August 3, 2009 at 9:45 a.m. (Eastern Time)
OBJECTION DEADLINE: July 28, 2009 at 4:00 p.m. (Eastern Time)

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Motion for Admission to Practice *Pro Hac Vice* has been filed

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:	General Motors Corporation, <i>et al</i>	§	Chapter 11
		§	Case No. 1-09-50026 (REG)
	Debtors.	§	(Jointly Administered)

WITNESS LIST, TRIAL EXHIBITS and DESIGNATION OF DEPOSITION
TESTIMONY OF FORREST CHEVROLET-CADILLAC, INC., AND
FORREST PONTIAC-BUICK-GMC TRUCK, INC.

**TO THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE**

NOW COME FORREST CHEVROLET-CADILLAC, INC., and FORREST PONTIAC-BUICK-GMC TRUCK, INC., hereinafter “FORREST”, who file this their Witness List, Trial Exhibits, and Designation of Deposition Testimony regarding the Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief, and in support would show as follows:.

I.
WITNESS LIST

1. Charles Michael Forrest.

The Affidavit of Charles Michael Forrest in Support of Limited Objection of Forrest Chevrolet-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc., to Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief has been filed in accordance with Case Management Order #1.

II. TRIAL EXHIBITS

2. Attached hereto are the following documents FORREST intends to offer at the hearing on the Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief:

- a. Exclusive Use Agreement regarding Forrest Pontiac-Buick-GMC Truck, Inc., in Case No. 3-05-CV-0528-K; General Motors Corporation v. Forrest Chevrolet-Oldsmobile-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc.; In the United States District Court for the Northern District of Texas, Dallas Division;
- b. Exclusive Use Agreement regarding Forrest Chevrolet-Cadillac Inc., in Case No. 3-05-CV-0528-K; General Motors Corporation v. Forrest Chevrolet-Oldsmobile-Cadillac, Inc., and Forrest Pontiac-Buick-GMC Truck, Inc.; In the United States District Court for the Northern District of Texas, Dallas Division;
- c. Letter dated July 7, 2008, from Debtor to Forrest Pontiac-Buick-GMC Truck, Inc.;
- d. Letter dated July 7, 2008, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- e. Letter dated May 14, 2009, from Debtor to Forrest Pontiac-Buick-GMC Truck, Inc.;
- f. Letter dated May 14, 2009, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- g. Business Plan;
- h. Letter dated June 1, 2009, from Debtor to Forrest Pontiac-Buick-GMC Truck,

Inc.;

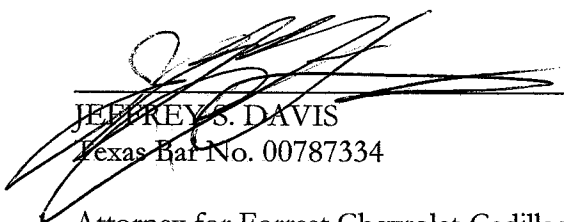
- i. Letter dated June 1, 2009, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- j. Letter dated July 10, 2009, from Debtor to Forrest Pontiac-Buick-GMC Truck, Inc.;
- k. Letter dated July 10, 2009, from Debtor to Forrest Chevrolet-Cadillac, Inc.;
- l. Letter, with term sheet, dated July 15, 2008, to FORREST;
- m. Offer letter/term sheet dated December 15, 2008, from Tommy Manuel; and
- n. Offer letter/term sheet dated January 2009, from Matt Johnson.

**III.
DESIGNATION OF DEPOSITION TESTIMONY**

3. FORREST does not designate any deposition testimony as no depositions have been taken in regard to the Omnibus Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105 and 365 Authorizing (A) the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (B) Granting Certain Related Relief.

Respectfully submitted,

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JEFFREY S. DAVIS
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Attorney for Forrest Chevrolet-Cadillac, Inc., and
Forrest Pontiac-Buick-GMC Truck, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on the 28th day of July, 2009, a true and correct copy of the foregoing was served on all those parties receiving notice via the Court's Electronic Case Filing System (through ECF) and the parties below via U. S. Mail First Class, postage prepaid on the following parties:

Harvey Miller
Stephen Karotkin
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The affected dealers as identified and listed on Exhibit "A" to Debtors' Motion.



JEFFREY S. DAVIS